

PM 6 1993 10-00 AM

STATE OF OKLAHOMA
UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1 INTERSTATE COMMERCE COMMISSION

"Debtor"

Secured Party"

1. **C. W. BROOKS, INC.**
7229 So. 85th E. Ave., Unit 200
Tulsa, Oklahoma 74133
 2. **BANK OF OKLAHOMA, NATIONAL ASSOCIATION**
Seven East Second Street
Tulsa, Oklahoma 74172
3. This financing statement covers the property described in Exhibit "A" attached hereto.


File with: County Clerk, Oklahoma County, Oklahoma.


"Debtor"

"Secured Party"

C. W. BROOKS, INC.

BANK OF OKLAHOMA, NATIONAL ASSOCIATION

By 
C. W. Brooks, President

By 
Edward E. Conn, Jr.,
Vice President

STATE OF OKLAHOMA)
)ss.
COUNTY OF TULSA)

This instrument was acknowledged before me on this 26th day of March, 1993 by Carroll W. Brooks, as President of C. W. Brooks, Inc.

My Commission Expires:

10-8-93
[S E A L]

Brenda Brun Austin
Notary Public

STATE OF OKLAHOMA)
)ss.
COUNTY OF TULSA)

This instrument was acknowledged before me on this 26th day of March, 1993 by Edward E. Conn, Jr., as Vice President of Bank of Oklahoma, National Association.

My Commission Expires:

10-8-93
[S E A L]

Brenda Brun Austin
Notary Public

EXHIBIT "A"
TO UCC-1 FINANCING STATEMENT

A. "Rolling Stock" means (a) certain rail cars purchased by Debtor pursuant to the Agreement for the Sale and Purchase of Rail Cars by and between Rocky Mountain Transportation Services, Inc. ("RMTS") and Debtor, as purchaser ("Purchase Agreement"), more particularly described on Schedule "A-1" hereto, and (b) certain rail cars currently owned by Debtor, particularly described on Schedule "B-2" hereto, together with (i) accessories attached thereto; (ii) chattel paper, documents of title, all leases, repurchase agreements, guaranty agreements and rental agreements relating thereto; and (iii) all proceeds thereof and therefrom whether arising out of the rental, lease, sale, or other disposition of such Rolling Stock, including all cash, accounts, chattel paper, general intangibles, notes and any other obligation or evidence of obligation to Debtor constituting such proceeds to the extent relating to the Rolling Stock.

B. "Leases" shall mean any lease of any Rolling Stock, which (i) must constitute a "true" lease and not a finance lease (ii) must not contain any purchase options in favor of the lessee, and (iii) must otherwise be in form and content satisfactory to Secured Party, together with all extensions, renewals and modifications thereto and any guaranties thereof.

SCHEDULE "A-1"

(Purchased Rail Cars)

HOMX 1007	HOMX 1066
HOMX 1008	HOMX 1067
HOMX 1009	HOMX 1068
HOMX 1010	HOMX 1069
HOMX 1011	HOMX 1070
HOMX 1012	HOMX 1071
HOMX 1013	HOMX 1072
HOMX 1014	HOMX 1073
HOMX 1015	HOMX 1074
HOMX 1016	HOMX 1075
HOMX 1017	HOMX 1077
HOMX 1018	HOMX 1078
HOMX 1022	HOMX 1079
HOMX 1023	HOMX 1081
HOMX 1024	HOMX 1082
HOMX 1025	HOMX 1083
HOMX 1026	
HOMX 1027	
HOMX 1029	
HOMX 1031	
HOMX 1033	
HOMX 1034	
HOMX 1036	
HOMX 1037	
HOMX 1039	
HOMX 1040	
HOMX 1041	
HOMX 1042	
HOMX 1043	
HOMX 1044	
HOMX 1046	
HOMX 1049	
HOMX 1050	
HOMX 1051	
HOMX 1053	
HOMX 1055	
HOMX 1057	
HOMX 1061	
HOMX 1062	
HOMX 1064	
HOMX 1065	

SCHEDULE "A-2"

(Currently Owned Rail Cars)

MOGX 1004
MOGX 1005
MOGX 1006
MOGX 1007
MOGX 1008
MOGX 1009
MOGX 1010
MOGX 1011
MOGX 1012
MOGX 1013
MOGX 1014
MOGX 1015
MOGX 1016
MOGX 1017
MOGX 1018
MOGX 1019
MOGX 1020
MOGX 1021
MOGX 1022
MOGX 1023